

BY-LAWS

OF

ASIAN COMMUNITY DEVELOPMENT CORPORATION

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ARTICLE IName and Area

1. Name. The name of this organization shall be the Asian Community Development Corporation, a private non-profit organization established pursuant to Chapter 180 of the General Laws of Massachusetts, henceforth referred to as the "Corporation". The Corporation shall have the powers specified in Section 9 of Chapter 156B of the General Laws of Massachusetts (except paragraph (m) hereof), the power to act as a partner in any business enterprises which the Corporation would have the power to conduct by itself, the power to carry on any activities in connection with any of its purposes, and all other powers conferred by the General Laws of Massachusetts upon non-profit corporations or business corporations formed under the General Laws of Massachusetts as amended from time to time, except for such powers as are prohibited by law to non-profit corporations.

2. Area. The Corporation shall be organized to operate within a specific geographical area (the "Corporation Area") coincident with an existing political district, defined as a city or town, congressional district, ward or precinct or some other publicly-recognized administrative area defined by an outside public body, and containing no more than a population of 115,000 residing in the Corporation Area. The Corporation Area shall be the Chinatown area of the City of Boston, specifically, Precincts 7 and 8 of Ward 3 and Precincts 1 and 2 of Ward 8 and the areas surrounding such precincts.

3. Place of Business. The Corporation shall designate its place of business within the Commonwealth of Massachusetts as set forth in its Articles of Organization as amended from time to time, and in the area contained within the boundaries of the Corporation Area as defined in Section 2 herein.

[circa 1989 ?]

ARTICLE II

Membership

1. Election and Tenure of Members.

(a) General Membership of the Corporation shall be open to all residents of the Corporation Area as set forth in Article I, Section 2. Such residents must be eighteen (18) years of age or older. General Membership of the Corporation shall also be open to non-residents working within the Area and other persons who have demonstrated an interest in the problems of the Area, provided that no more than forty percent (40%) of the General Membership shall be comprised of such persons.

(b) Persons wishing to become Members shall complete the Asian Community Development Corporation membership application and file it at the principal office of the Corporation, together with payment of the annual dues for the first year of membership. In addition, all applicants for new members received after January 1, 1988 must be recommended by at least two persons who are then Members in good standing. At each meeting of the Board of Directors, the Board of Directors shall review all membership applications received since the last meeting of the Board of Directors, and a persons whose membership application is accepted by the Board of Directors shall be deemed to be a "Member".

(c) Membership in the Corporation shall be for a term of one year, renewable annually, and shall not be assignable by operation of law or otherwise. For all purposes, a "Member" shall mean each person whose membership application shall have been accepted as provided above and who shall not have resigned or been removed as provided below.

2. Resignation and Removal. A Member may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk of the Corporation. Such resignation shall become effective upon receipt unless it is specified to become effective at some other time or at the happening of some other event. Membership of a Member shall terminate 30 days after written notice from the Corporation is sent to such Member for failure to pay dues which the Board of Directors has determined to be payable by Members. A Member's membership may also be terminated by the Board of Directors by vote of two-thirds of the Directors then in office.

3. Membership Dues. Each Member shall be required to pay annual dues to the Corporation. The amount shall be fixed annually by the Board of Directors of the Corporation but shall be no more than \$10 per year for individual membership and \$15 per year for family membership. The Corporation may, with the approval of the Board of Directors, accept a waiver of the membership dues for an in-kind contribution for those members unable to pay such dues.

4. Annual Meeting. The annual meeting of Members shall be held on the first Tuesday in May (or if that be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at the principal office of the Corporation in Massachusetts at 7:00 P.M. unless a different hour or place within the Area is fixed by the Board of Directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Board of Directors or the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held, or there may be action by written consent of the Members on matters to be voted on at the annual meeting, and such special meeting or written consent shall have for the purposes of these By-Laws or otherwise all the force and effect of an annual meeting.

5. Special Meetings. Special meetings of Members may be called by the President or by the Board of Directors. Special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer of the Corporation, upon written application of no less than twenty-five percent (25%) of the Members entitled to vote at such meeting. The call for the meeting may be oral or written and shall state the place, date, hour and purposes of the meeting.

6. Notice of Meetings. A written notice of the place, date and hour of all meetings of Members stating the purposes of the meeting shall be given by the Clerk or an Assistant Clerk (or other person authorized by these By-Laws or by law) at least seven days before the meeting to each Member entitled to vote thereat and to each Member who, under the Articles of Organization or under these By-Laws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to such Member at his address as it appears in the records of the Corporation. A written waiver of notice, executed before or after a meeting by such Member or his attorney thereunto authorized and filed with the records of the meeting shall be deemed equivalent to notice of the meeting.

7. Quorum. A majority of the then current Members present in person or by proxy at a meeting shall constitute a quorum, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

8. Voting and Proxies. Each Member shall have one equal vote. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies shall be filed with the Clerk of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

9. Action at Meeting. When a quorum is present, any matter before the meeting shall be decided by vote of a majority of the Members voting on such matter, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws. Any election by the Members shall be determined by a plurality of the votes cast, except where a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a Member entitled to vote in the election.

10. Action Without Meeting. Any action to be taken at any annual or special meeting of Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Function and Purpose

1. Function and Purpose. The function and purpose of the Corporation shall be as stated in the Articles of Organization.

ARTICLE IV

Board of Directors

1. Powers. The activities of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization or by these By-Laws. The Board of Directors shall consist of not fewer than four (4) and not more than twenty-one (21) Directors. The authority of the Board shall include, but will not be limited to, the following powers:

- A. Appointment of an Executive Director who shall, subject to the supervision of the Board, administer the organization, direct its daily operation, and execute the policies of the Board. The Board shall determine the qualifications, duties, and compensation to the Executive Director. All other staff personnel may be appointed by the Executive Director with the advice and consent of the Board.
- C. Determination, subject to applicable laws and regulations of the federal and state government, of major personnel, fiscal and program policy.
- D. Final approval of all program proposals and budgets.
- E. Enforcement of compliance with all applicable conditions or grants and contributions.

2. Election, Term and Qualification. The names of the initial Directors, together with the year of expiration of their respective terms, are set forth in the Articles of Organization of the Corporation as initially filed. The Board of Directors shall be divided into three (3) classes as nearly as equal in number as possible, with one class to be elected annually by the Members at the annual meeting. The term of each class of Directors shall be three (3) years and until such Director's successors shall have been elected and qualified. For the purpose of all Board of Director elections, a Member must have completed and filed a membership application at least ten (10) days prior to the election to be eligible to vote. At all times, no less than a majority of the Directors shall be Members of the Corporation.

3. Resignation. Any Director may resign by delivering his written resignation to the Corporation at its principal office or to the President, Clerk or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4. Vacancies; Reduction of Board. Any vacancy in the Board of Directors, however occurring, whether by resignation, removal or increase in the number of Directors, may be filled by a majority of vote of the remaining Directors. A Director elected to fill such a vacancy shall be elected to serve the remainder of the full term of the class of Directors in which the new directorship was created or the vacancy occurred and until such Director's successor shall have been elected and qualified. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director.

5. Removal. A Director may be removed from office by vote of two-thirds of the Members only for cause and only after reasonable notice and opportunity to be heard.

6. Meetings. Regular meetings of the Board of Directors may be held without notice at such time, date and place as the Board of Directors may from time to time determine. A regular meeting of the Board of Directors may be held without notice at the same place as the annual meeting of Members, or the special meeting held in lieu thereof, following such meeting of Members

Special meeting of the Board of Directors may be called, orally or in writing, by the President, Treasurer or two or more Directors, designating the time, date and place thereof.

7. Notice of Meetings. Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary, or if there be no Secretary, by the Clerk or Assistant Clerk, or in case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or by telegram sent to his business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed to his business or home address at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

8. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

9. Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors, unless a larger number is required by law, by the Articles of Organization or by these By-Laws.

10. Action by Consent. Any action to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.

11. Compensation. Members and Directors shall receive no compensation for their services as Members and Directors.

ARTICLE V

Officers

1. Enumeration. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Treasurer, a Clerk, and such other officers, as the Board of Directors may determine.

2. Election. The President, any Vice President, Treasurer and Clerk shall be elected annually by the Board of Directors at their first meeting following the annual meeting of Members. Other officers may be chosen by the Board of Directors at such meeting or at any other meeting.

3. Qualification. Any two or more offices may be held by any person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Board of Directors to give bond for the faithful performance of his duties in such amount and with such sureties as the Board of Directors may determine.

4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Vice President, Treasurer and Clerk shall hold office until the first meeting of the Board of Directors following the next annual meeting of Members and until their respective successors are chosen and qualified; and all other officers shall hold office until the first meeting of the Board of Directors following the next annual meeting of Members and until their successors are duly elected and qualified, or for such shorter term as the Board of Directors may fix at the time such officers are elected. Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the President, Clerk or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. The Board of Directors may remove any officer with or without cause by a vote of two-thirds of the Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

6. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Directors.

7. President and Vice President. The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors he shall preside, when present, at all meetings of Members and of the Board of Directors.

The Vice President(s) shall aid the President in the performance of his responsibilities in such manner and to such extent as the President may request. He shall perform such duties and have such powers as may be designated by the Board of Directors or the President.

8. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

9. Clerk and Assistant Clerks. The Clerk shall keep a record of the meetings of Members. In case a Secretary is not elected or is absent, the Clerk or an Assistant Clerk shall keep a record of the meetings of the Board of Directors. In the absence of the Clerk from any meeting of Members, an Assistant Clerk if one be elected, otherwise a Temporary Clerk designated by the person presiding at the meeting, shall perform the duties of the Clerk.

10. Secretary. The Secretary, if one be elected, shall keep a record of the meetings of the Board of Directors. In the absence of the Secretary, the Clerk, any Assistant Clerk or a Temporary Secretary shall be designated by the person presiding at such meeting to perform the duties of the Secretary.

11. Other Powers and Duties. Subject to these By-Laws, each officer of the Corporation shall have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as may be designated from time to time by the Board of Directors.

ARTICLE VI

Indemnification

1. Definitions. For purposes of this Article

(a) A "Director" or "Officer" means any person serving as a director of the Corporation or in any other office filled by appointment or election by the directors or the members and also includes (i) a Director or Officer of the Corporation serving at the request of the Corporation as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;

(b) "Expenses" means (i) all expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved

by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) A "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

2. Right to Indemnification. Except as limited by law, the Corporation shall indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 5 of this Article or adjudicated that he did not act in good faith and in the reasonable belief that his action was in the best interests of the Corporation, or with respect to a criminal matter, that he had reasonable cause to believe that his conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Director or Officer received an improper personal benefit if he is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he is determined to be ineligible for indemnification under the circumstances pursuant to Section 5 of this Article; provided, however, that indemnification of Expenses incurred by a Director or Officer in successfully defending a Proceeding alleging that he received an improper personal benefit as a result of his status as such may be paid if and to the extent authorized by the Board of Directors.

3. Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, (i) no indemnification shall be provided to him with respect to a Proceeding by or in the right of the Corporation unless a court having jurisdiction determines that indemnification is reasonable and proper under the circumstances, and (ii) no indemnification shall be provided to him with respect to any other type of Proceeding if it is determined pursuant to Section 5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

4. Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, including a Proceeding by or in the right of the Corporation, shall be paid by the Corporation to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his written undertaking to repay such amount if he is determined pursuant to Section 5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

5. Determinations; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article shall be made in each instance by (a) a majority of the Directors or a committee thereof who are not parties to the Proceeding in question, (b) independent legal counsel appointed by a majority of such Directors, or if there are none, by a majority of the Directors in office, or (c) a majority vote of the members who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article. The Corporation shall be obliged to pay indemnification applied for by a Director or Officer unless there is an adverse determination (as provided above) within 45 days after the application. If indemnification is denied, the applicant may seek an independent determination of his right to indemnification by a court, and in such event the Corporation shall have the burden of proving that the applicant was ineligible for indemnification under this Article.

6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify him against such liability or cost.

7. Responsibility With Respect to Employee Benefit Plan. If the Corporation or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article (i) a "Director" or "Officer" shall be deemed to include any Director or Officer of the Corporation who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his action was in the best interests of the Corporation if he acted in good faith in the reasonable belief that his action was in the best interests of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.

8. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

9. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article..

10. Amendment. No amendment or repeal of the provisions of this Article which adversely affects the rights of a Director or Officer under this Article with respect to his acts or omissions at any time prior to such amendment or repeal, shall apply to him without his consent.

ARTICLE VII

Conflict of Interest

No contract or other transaction of the Corporation shall, in the absence of fraud or bad faith, be affected or invalidated by the fact that any Member, Director or officer of the Corporation

or any corporation, firm or association with which he may be a director, officer, shareholder or beneficiary may be a party to or may have an interest, pecuniary or otherwise, in any such contract or other transaction, provided that the nature and extent of his interest was disclosed to, and known by, the body of this Corporation (i.e., the Board or the General Membership) acting on such contract or other transaction, prior to such action. Any Member, Director or officer with such an interest may not be counted in determining the existence of a quorum at any meeting of the Members or Board of Directors at which any such contract or transaction is to be acted upon, and such Member, Director or officer shall not be entitled to vote with respect to the authorization of any such contract or transaction.

ARTICLE VIII

Committees

1. Executive Committee. The Executive Committee shall consist of not less than three (3) Board members designated by the Board. The Executive Committee shall be empowered to act on behalf of the Board of Directors between meetings. Any action taken by the Executive Committee shall be subject to ratification by the Board at its next meeting (and shall always be consistent with the Corporation's educational and charitable purposes). The Executive Committee shall hold meetings as required at the call of any or one or more of its members and at such meetings, a majority of the members of the Executive Committee shall constitute a quorum.

2. Nominating Committee. A Nominating Committee of not less than three (3) Board Members shall be appointed annually by the Board of Directors of the Corporation. The duties of the Nominating Committee are to nominate persons as members of the Board of Directors for regular and vacant terms under Article IV and to nominate persons as Officers. At such meetings, a majority of the members of the Nominating Committee shall constitute a quorum.

3. Other Committees. The Board of Directors may elect from its number such other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-Laws may not be delegated. The

Board of Directors may appoint such committees composed of Members to perform such tasks as the Board of Directors may determine. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect. All committees, with the exception of the Executive Committee, shall be advisory and recommending in nature and shall be composed of members of the Board or Members and shall report to the Board of Directors for action on their reports. The reports of all committees shall be read into the minutes of the meeting at which they are presented.

ARTICLE IX

Miscellaneous Provisions

1. Fiscal Year. Except as otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve months ending December 31.
2. Seal. The Board of Directors shall have power to adopt and alter the seal of the Corporation.
3. Voting of Securities. Unless otherwise provided by the Board of Directors, the President or Treasurer may waive notice of and act on behalf of the Corporation, or appoint another person or persons to act as proxy or attorney in fact for the Corporation with or without discretionary power and/or power of substitution, at any meeting of stockholders, shareholders, or members of any other corporation or organization, any of whose securities are held by the Corporation or of which the Corporation is a member.

4. Resident Agent. The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

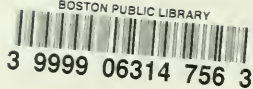
5. Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the incorporators and Members shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its Clerk or resident agent, and shall be open at all reasonable times to the inspection of any Member or Director for any proper purpose.

6. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation then in effect.

7. Net Earnings and Dissolution. The net earnings of the Corporation shall be devoted as stated in its Articles of Organization exclusively to civic, charitable and educational purposes within the guide lines of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. Subject to the requirements of law, in the event of the voluntary dissolution of the Corporation, the Members shall designate as recipient of the Corporation's property remaining after winding up of its affairs, any organization or organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code (as amended from time to time) and which, in the sole discretion of the Members, most nearly further the purposes for which the Corporation is organized.

8. Amendments. The Members shall have the power to make, amend or repeal these By-Laws, provided, however, that the Directors may make, amend or repeal the By-Laws (other than this Section 8) in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization or these By-Laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending the By-Laws. Any amendment or repeal of these By-Laws by the Directors and any

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By-law adopted by the Directors may be amended or repealed by the Members. Any action by the Members or the Directors under this Section 8 shall require the affirmative vote of at least two-thirds (2/3) of such Members or Directors then in office.

9. Conduct of Meetings. Robert's Rules of Order shall govern the proceedings of all meetings of the Corporation.

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